

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 7

A & B MART & SERVICE, INC.
BOHEMIA DEVELOPMENT CORP.
CENTEREACH DEVELOPMENT CORP.
CORAM ASSOCIATES CORP.
HAUPPAUGE DEVELOPMENT CORP.
NORTHPORT ENTERPRISES INC.
VALLEY STREAM ENTERPRISES INC.

Case No.: 15-70118-ast
Case No.: 15-70119-ast
Case No.: 15-70120-ast
Case No.: 15-70121-ast
Case No.: 15-70122-ast
Case No.: 15-70123-ast
Case No.: 15-70124-ast

Debtors.

(Jointly Administered)

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STIPULATION AND ORDER BETWEEN TRUSTEE AND CUMBERLAND FARMS, INC. AND ITS SUBSIDIARY, GULF OIL LIMITED PARTNERSHIP

WHEREAS, on January 13, 2015 ("Petition Date") A & B Mart & Service, Inc., Bohemia Development Corp., Centereach Development Corp., Coram Associates Corp., Hauppauge Development Corp., Northport Enterprises Inc., and Valley Stream Enterprises Inc. (collectively, the "Debtors") each filed petitions for relief from their creditors pursuant to Chapter 7 of Title 11 of the United States Bankruptcy Code ("Bankruptcy Code"); and

WHEREAS, at the Meeting of Creditors held pursuant to Section 341(a) of the Bankruptcy Code, Robert L. Pryor, Esq. ("Trustee") was appointed, and is acting as, the Chapter 7 Trustee of the above-captioned bankruptcy cases ("Bankruptcy Cases"); and

WHEREAS, prior to the Petition Date, in connection with the Debtors' operation of gas stations, the Debtors each entered into various agreements with Cumberland Farms, Inc. ("Cumberland") and its subsidiary, Gulf Oil Limited Partnership ("Gulf") and/or ExxonMobil Oil Corporation ("Mobil") including: (1) Dealer Contract of Sale, with related agreements (collectively, the "Dealer Contracts"); (2) PMPA Franchise Agreement and related agreements (collectively, "PMPA Agreement") and (3) Retail Motor Fuel Outlet Lease, which is a lease of the premises at which each

of the Debtors operated the gas stations (the “Lease and, collectively with the Dealer Contracts, and PMPA Agreement, the “Franchise Agreements”); and

WHEREAS, in or about February 2010, Cumberland purchased the rights to own and operate numerous Mobil-branded stations throughout Nassau County and Suffolk County including the station operated by Debtor, Hauppauge Development Corp., and is specifically permitted under its license with Mobil to sublease Mobil's trademark rights to Gulf's tenants and/or sub-franchisors subject to certain terms; and

WHEREAS, on February 24, 2015 the Court entered a Stipulation and Order extending the Trustee’s time to assume or reject the Franchise Agreements through and including June 12, 2015 without prejudice to seek a further extension of time; and

WHEREAS, the Trustee, Cumberland and Gulf have agreed to further extend the Trustee’s time to assume or reject the Franchise Agreements subject to the terms and conditions of this Stipulation and Order.

NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED AND ORDERED AS FOLLOWS:

1. The foregoing paragraphs are incorporated herein by reference and agreed to by the parties hereto.

2. The Trustee’s time to assume or reject the Franchise Agreements and Leases is hereby extended through and including August 12, 2015 without prejudice to seek a further extension of time.

3. This Agreement does not constitute a waiver of the respective rights of the Trustee or of Cumberland and/or Gulf with respect to the Franchise Agreements including whether such Franchise Agreements and Leases may be assumed and assigned by the Trustee under the Petroleum Marketing Practices Act (“PMPA”) and/or Title 11 (except that Cumberland and/or Gulf waives its right to assert that the Franchise Agreements were terminated under the PMPA by

operation of law as a result of more than 90 days having elapsed during the period from the Petition Date through and including August 12, 2015, but without conceding thereby that such period is applicable under the PMPA).

4. Nothing herein shall be construed as prejudicial to, or a waiver of, any right, claim, or defense under PMPA or other applicable law by Cumberland and/or Gulf with respect to the Chapter 11 Debtor cases.

Dated: New York, New York
May 27, 2015

MCCUSKER, ANSELMI, ROSEN
& CARVELLI, P.C.
Attorneys for Cumberland Farms, Inc.
and Gulf Oil Limited Partnership

By: /s/ Bruce S. Rosen
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Dated: Westbury, New York
May 27, 2015

PRYOR & MANDELUP, L. L.P.
Attorneys for Robert L. Pryor, Trustee

By: /s/ Anthony F. Giuliano
Anthony F. Giuliano
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516-997-0999

SO ORDERED:

Dated: June 1, 2015
Central Islip, New York





Alan S. Trust
United States Bankruptcy Judge